



First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

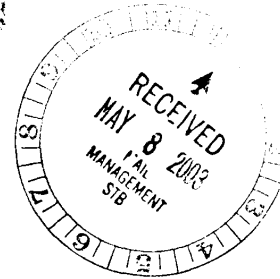
VIA UPS 2nd DAY AIR

May 6, 2003

RECORDATION NO. 24447 FILED

MAY 09 '03 1-13 AM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 17, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Ossian, Inc.
635 S. Elmwood Avenue
Davenport, IA 52802

A description of the railroad equipment covered by the enclosed document is one (1) 5250 cubic foot capacity, lined, covered hopper car, with car number FURX 000031.

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(OSS1001)

ASSGN. NO.: OSS1001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 17th day of March, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ossian, Inc. ("Lessee"), an Iowa corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 7, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 31, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing
Title: _____

By: K.A. Dembowski
Name: K.A. Dembowski
Title: DIRECTOR OF DOCUMENTATION

Executed on this 17th day of March, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

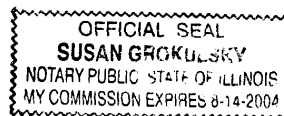
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of March, 2003.

Susan Grokulska
Notary Public

Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. _____ FILED

MAY 09 '03 8-13 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

OSSIAN, INC.

ATTEST:

By: Annie Boeckner
Name: Annie Boeckner
Title: Office Manager

By: Kenneth C. Ossian
Name: KENNETH C. OSSIAN
Title: President

Executed on this 7th day of March, 2003.

[CORPORATE SEAL]

STATE OF Iowa
COUNTY OF Scott

I, Ann M. Boeckner, a Notary Public of the County and State aforesaid,
certify that Kenneth C. Ossian personally appeared before me this day and
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of March, 2003.

Ann M. Boeckner
Notary Public

Commission Expires:

7-30-05
(Notary Public)

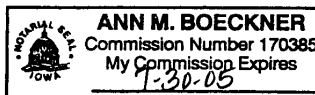


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One (1)

DESCRIPTION OF CARS: 5250 cubic foot capacity, lined, covered hopper car equipped with gravity gates and 20" round hatch covers, built to 263,000 GWL

CAR NUMBER: FURX 000031